

COUNTERPART

No. 6 of 10

Amendment to Conditional Sale Agreement
dated as of November 15, 1968 between
THE MAXSON CORPORATION
and
CHICAGO AND NORTH WESTERN RAILWAY COMPANY

RECEIVED
FEB 17 2 07 PM '69
I. C. C.
FEE OPERATION BR.

WHEREAS, THE MAXSON CORPORATION (the "Builder") and CHICAGO AND NORTH WESTERN RAILWAY COMPANY (the "Railroad") have executed a Conditional Sale Agreement dated as of November 15, 1968 (the "Conditional Sale Agreement") covering railroad equipment described in Schedule B attached to the Conditional Sale Agreement; and

WHEREAS, the Builder and THE FIRST NATIONAL BANK OF CHICAGO, as Agent (the "Assignee") have executed an Agreement and Assignment relating to said Conditional Sale Agreement and the railroad equipment; and

WHEREAS, the Builder, the Railroad and the Assignee wish to amend the Conditional Sale Agreement to correct two car numbers set forth in Schedule B attached thereto;

NOW, THEREFORE, the Builder, the Railroad and the Assignee hereby agree to amend the Conditional Sale Agreement by substituting Schedule B-1 attached hereto for Schedule B attached to the Conditional Sale Agreement, which Conditional Sale Agreement shall, as hereby amended, remain in full force and effect in accordance with the terms thereof.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

ATTEST:

Frederick J. Pugh
Assistant Secretary

THE MAXSON CORPORATION

BY Robert L. Had
Vice President

ATTEST:

E. D. Marquardt
Assistant Secretary

CHICAGO AND NORTH WESTERN RAILWAY
COMPANY

BY J. M. Butler
Vice President

ATTEST:

at Mader
Trust Officer

THE FIRST NATIONAL BANK OF CHICAGO

BY J. M. Butler
Vice President

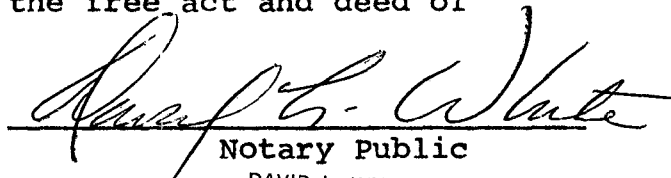
INTERSTATE COMMERCE COMMISSION

FEB 17 1969 - 2 30 PM

RECORDED NO. 1027-19
Filed & Recorded

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 12th day of February, 1969, before me personally appeared ROBERT L. NORD, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE MAXSON CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



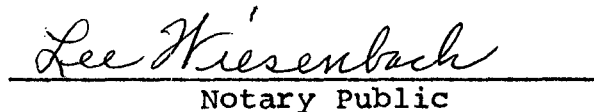
Notary Public

DAVID L. WHITE
Notary Public, Ramsey County, Minn.
My Commission Expires Aug. 18, 1974

(Notarial Seal)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 7th day of February, 1969, before me personally appeared J. M. Butler, to me personally known, who, being by me duly sworn, says that he is a Vice President of CHICAGO AND NORTH WESTERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

MY COMMISSION EXPIRES MAY 24, 1969

(Notarial Seal)

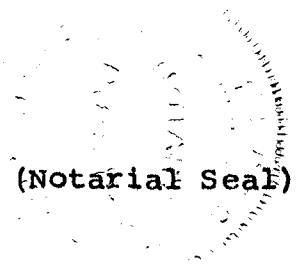
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 10th day of February, 1969, before me,
personally appeared A. J. HURT, to me personally
known, who, being by me duly sworn, says that he is a Vice
President of THE FIRST NATIONAL BANK OF CHICAGO, that one of
the seals affixed to the foregoing instrument is the corporate
seal of said corporation and that said instrument was signed
and sealed on behalf of said corporation by authority of its
Board of Directors and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.



Notary Public

N. NEHER, NOTARY PUBLIC
MY COMMISSION EXPIRES 12/16/70


(Notarial Seal)

SCHEDULE B-1--MAXSON

Type	Manufacturer's Specifications	Manufacturer's Plant	Quantity	Railroad's Car Numbers (both inclusive)	Unit Base Price	Total Base Price	Delivery
40' 6" 50-ton hi-cube steel box cars, with bulkheads	No. 131 dated March 12, 1968	St. Paul, Minnesota	9	57950 to 57958	\$19,801.25	\$178,211.25	Dec. 1968
40' 6" 50-ton hi-cube steel box cars, with DF-belt-rails	No. 131 dated March 12, 1968	St. Paul, Minnesota	2	57959 to 57960	17,926.25	35,852.50	Dec. 1968
60' 9" 70-ton capacity box cars	No. 185 dated October 1, 1968	St. Paul, Minnesota	13	91231 to 91243	26,353.25	342,592.25	Mar. 1969
60' 9" 100-ton capacity box cars	No. 185 dated October 1, 1968	St. Paul, Minnesota	5	91619 to 91623	26,353.25	131,766.35	Mar. 1969
						<u>\$688,422.35</u>	